

MAGELLAN HEALTH SERVICES INC  
 Form 4  
 December 23, 2009

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LERER RENE**

2. Issuer Name and Ticker or Trading Symbol  
**MAGELLAN HEALTH SERVICES INC [MGLN]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**55 NOD ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/22/2009**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Executive Officer**

**AVON, CT 06001**

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)         | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Ordinary Common Stock, \$0.01 par value | 12/22/2009                           |  | X <sup>(1)</sup>               |   | 17,500  | A  | \$ 34.57  |
| Ordinary Common Stock, \$0.01 par value | 12/22/2009                           |  | S <sup>(1)</sup>               |   | 3,600   | D  | \$ 40   |
| Ordinary Common Stock, \$0.01 par value | 12/22/2009                           |  | S <sup>(1)</sup>               |   | 9,600   | D  | \$ 40.01  |

Stock,  
\$0.01 par  
value

Ordinary  
Common

|        |            |  |              |       |   |    |       |        |   |
|--------|------------|--|--------------|-------|---|----|-------|--------|---|
| Stock, | 12/22/2009 |  | <u>S</u> (1) | 2,300 | D | \$ | 40.02 | 40,450 | D |
|--------|------------|--|--------------|-------|---|----|-------|--------|---|

\$0.01 par  
value

Ordinary  
Common

|        |            |  |              |       |   |    |       |        |   |
|--------|------------|--|--------------|-------|---|----|-------|--------|---|
| Stock, | 12/22/2009 |  | <u>S</u> (1) | 2,000 | D | \$ | 40.03 | 38,450 | D |
|--------|------------|--|--------------|-------|---|----|-------|--------|---|

\$0.01 par  
value

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 34.57   | 12/22/2009                           |  | <u>X</u> (1)                   | 17,500  | (2) 03/10/2015   | Common Stock  | 17,500                        |

## Reporting Owners

| Reporting Owner Name / Address              | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| LERER RENE<br>55 NOD ROAD<br>AVON, CT 06001 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Rene Lerer

12/23/2009

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This transaction was effectuated pursuant to a Rule 10b-5-1 plan and, accordingly, not on a discretionary basis by the reporting person.
- (2) Options vested in full as of 3/10/2009 and are currently exercisable.
- (3) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.